



THOMAS D. MARION  
TREASURER

TTX COMPANY  
101 NORTH WACKER DRIVE  
CHICAGO, ILLINOIS 60606  
(312) 853-3223  
FAX (312) 984-3855

DIRECT LINE (312) 984-3821

October 11, 1991

1-288A004

VIA FEDERAL EXPRESS

Sidney Strickland, Jr.  
Secretary  
Interstate Commerce Commission  
12th & Constitution Avenue, N.W.  
Room 2303  
Washington, D.C. 20423

RECORDED BY 17376-C  
FILED 1025

OCT 15 1991 10 45 AM

INTERSTATE COMMERCE COMMISSION

Dear Mr. Strickland:

Submitted herewith for filing and recording under 49 U.S.C. Section 11303(a) and the regulations promulgated thereunder are three (3) fully executed documents as follows:

Manufacturing Agreement Supplement No. 2  
dated as of October 4, 1991, a secondary document  
supplementing the Manufacturing Agreement dated  
as of May 23, 1991.

Parties to this transaction are as follows:

TTX Company (Company)  
101 North Wacker Drive  
Chicago, Illinois 60606

Thrall Car Manufacturing Company (Manufacturer)  
26th and State Street  
Chicago Heights, IL 60411

The general description of the equipment is as follows:

<u>Type</u>	<u>AAR Mechanical Designation</u>	<u>No. of Units</u>	<u>Marked</u>	<u>Numbered</u>
100-ton Center- beam Flatcars	FC	185	TTZX	87497-87681

Sidney L. Strickland, Jr.  
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Enclosed is our check in the amount of \$15.00 to cover filing fees.

Prior recordations pertaining to this Supplement No. 2 being recorded are as follows:

- (1) Manufacturing Agreement dated May 23, 1991, recorded on June 7, 1991, recordation number 17376.
- (2) Manufacturing Agreement Supplement No. 1 dated July 24, 1991, recorded on August 8, 1991, recordation number 17376-A.
- (3) Partial Release dated August 26, 1991, recorded on September 25, 1991, recordation number 17376-B.

A short summary of this Supplement to appear in the Index is as follows:

"Manufacturing Agreement Supplement No. 2 covering 185 100-ton Centerbeam flatcars numbered 87497-87681".

Once the filing has been made, please retain one copy and return the remaining stamped counterparts and transmittal letter copy to me via certified mail.

Very truly yours,



TDM/mak  
Enclosures

P.S. Ms. Mildred Lee - As per your previous conversation, please call Jane Congram at 312-984-3841 as soon as this agreement is recorded advising her of the recordation number, date and time. Thank you very much.

17376-C

MANUFACTURING AGREEMENT SUPPLEMENT #2, dated as of October 4, 1991, between THRALL CAR MANUFACTURING CO. (the "Manufacturer") and TTX COMPANY (the "Company").

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INTERSTATE COMMERCE COMMISSION  
FILED 145

The parties hereto have heretofore entered into a Manufacturing Agreement dated as of May 23, 1991 which provides for the execution and delivery from time to time of supplements thereto each substantially in the form hereof for the purpose of subjecting to said Manufacturing Agreement additional units of new, standard gauge railroad equipment.

The units of railroad equipment described in Item 1 of Annex A hereto are hereby subjected to said Manufacturing Agreement. The information set forth in Annex A hereto in respect of such units of railroad equipment, and set forth in Items 2, 3, and 4 of said Annex A, is hereby incorporated into Annex A to the Manufacturing Agreement as though originally set forth therein; provided, however, that such information shall apply and refer only to the units of railroad equipment described in Annex A hereto.

IN WITNESS WHEREOF, The parties hereto, each pursuant to due corporate authority, have caused these presents to be signed in their respective corporate names by duly authorized officers and their respective corporate seals to be hereunto affixed and duly attested, all as of the day, month and year first above written.

THRALL CAR MANUFACTURING CO.

By: George S. McPally

(Corporate Seal)

ATTESTATION:

Michael R. Roney  
Assistant Secretary

TTX COMPANY

By: R. J. Barton  
Vice President &  
Chief Financial Officer

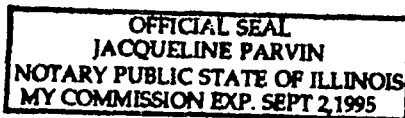
(Corporate Seal)

ATTESTATION:

R. J. Barton  
Assistant Secretary

STATE OF )  
 ) SS.:  
COUNTY OF )

On this 8th day of October 1991, before me personally appeared George S. McNally, to me personally known, who, being by me duly sworn, says that he is a Vice President of THRALL CAR MANUFACTURING CO. that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation, by authority of its Board of Directors, and they acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Jacqueline Parvin  
Notary Public

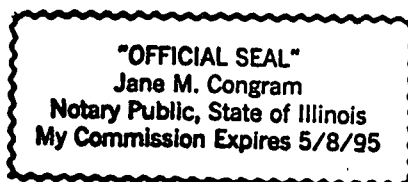
(NOTARIAL SEAL)

STATE OF ILLINOIS )  
 ) SS.:  
COUNTY OF COOK )

On this 4th day of October, 1991, before me personally appeared Robert E. Zimmerman, to me personally known, who, being by me duly sworn, says that he is the Vice President & Chief Financial Officer of TTX COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation, by authority of its Board of Directors, and they acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Jane M. Congram  
Notary Public

(NOTARIAL SEAL)



ANNEX A  
TO MANUFACTURING AGREEMENT SUPPLEMENT #2

THRALL CAR MANUFACTURING CO.  
(Manufacturer)

TTX COMPANY  
(Company)

Item 1:

<u>Type*</u>	<u>Qty.</u>	<u>Company Car Numbers (Inclusive)</u>	<u>Unit Purchase Price</u>	<u>Total Purchase Price</u>	<u>Month(s) of Delivery</u>	<u>Spec. (Contract Number)</u>
RTX	185	87497-87681			Nov '91-Feb '92	T-3A91-T

Item 2: May 31, 1992

Item 3: To be determined.

Item 4: 2521 State Street  
Chicago Heights, IL 60411

100-ton Center Beam Flatcars. TTX General Specification No. 68-43-011586, revised November 1, 1990 and TTX Specification for 73 ft., 100-ton Center Beam Flatcars No. 68-43-091586 revised May 10, 1991. Thrall Specification FBS-73-0676.